

FILED

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Joint Application of TeleCommunication)
Systems, Inc. d/b/a Maryland)
Telecommunications Systems, Inc. (U7083C))
and Comtech Telecommunications Corp. and)
Typhoon Acquisition Corp., a wholly owned)
Subsidiary of Comtech for Approval of the)
Transfer of Control of TeleCommunication)
Systems, Inc.)

Application 16-02-011

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

AFFIDAVIT OF THOMAS H. ROWLAND

I, THOMAS H. ROWLAND, being first duly sworn upon oath, state as follows:

1. I am a partner at Rowland & Moore LLP and am testifying on behalf of Comtech Telecommunications Corp. ("Comtech"), parent company of TeleCommunication Systems, Inc. ("TCS"), d/b/a Maryland Telecommunications Systems, Inc. (collectively, "Joint Applicants"), and I am the person responsible for filing the Application before the California Public Utilities Commission ("CPUC" or "Commission").
2. Rowland & Moore LLP was engaged to work on the project of submitting the required filings related to the transfer of control for the Joint Applicants in California (the "Transaction") and 42 other states. To help ensure the most accurate, complete, and compliant pleading for the filing in California, I had multiple conversations with CPUC Staff members from the Communications Division and the Legal Counsel's Office in December 2015, and in January and February of 2016. Among that CPUC Staff members I contacted were Geraldine Carlin, Michael Amato, Daniel Tse, and Helen Mickiewicz.¹
3. My Initial conversation occurred on December 17 with Helen Mickiewicz, Commission Assistant General Counsel. On December 18, 2015 I had a detailed call with Ms. Geraldine Carlin of the CPUC Communication's Division. This discussion centered on the corporate structure of the companies, notice requirements, and materials necessary to submit to the CPUC for timely approval of the transfer of TCS to Comtech. I explained that the Joint Applicants did not provide traditional telecommunications services and did not have end-user customers. Finally, I indicated to CPUC staff that the merger would likely close in the first quarter of 2016. That was one of the factors influencing consideration of the most expeditious method of notice and approval with the Commission via an "Advice Letter". During the conversations with CPUC Staff on December 17, and 18, 2015, I was advised that

¹ Pursuant to telephone records, I made and / or received telephone calls to the Commission Staff on December 17 and 18, January 11, 13, 19, 20, 21, and 22, and February 11, 12, 16 and 17.

that an Advice Letter would be the appropriate and expedient way to provide notice of the Transfer.

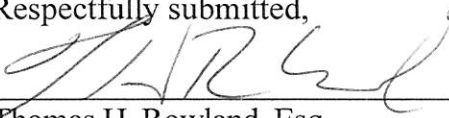
4. On January 11, 13, 19, 20, 21 and 22, 2016, I had additional conversations with the CPUC Staff members indicated above. These conversations were to clarify what exhibits the Joint Applicants would be filing and the process for submitting an Advice Letter. To my knowledge and belief until January 22, 2016, the focus of these conversations was on the Advice Letter process and did not address the need for an Application. During these conversations, I further indicated that the closing date, now set for February, was a paramount concern.
5. Subsequently, on January 21, 2016 I had conversations with CPUC Staff, and on January 22, 2016, myself and an associate, exchanged email correspondence with Mr. Daniel Tse, CPUC Rate Analyst, on the subject of filing Advice Letters. Mr. Tse provided e-mail links to CPUC documents related to Advice Letters and corporate transfers. Upon review of the CPUC materials and further conversations with Staff, it became apparent that an Advice Letter submission would be inapplicable because the Transaction involved transfer of control of a single CPUC certificated entity by an uncertified entity, as opposed to a transfer of control between two CPUC certificated entities.² It is my understanding that having only one Commission certificated entity involved in the Transaction was the determinant factor that led to a change in Staff's opinion as well as mine on January 22, 2016 from the previous direction based on discussions with Staff starting in December 2015.
6. Thus, the timely efforts to provide the most appropriate required filing with the CPUC were unfortunately delayed by good faith consultations with members of the CPUC Staff.
7. Once it became clear to the Joint Applicants that a formal Application was required, the Joint Applicants sought accelerated review and worked diligently to file a comprehensive Application. In February 2016, I had multiple conversations with CPUC Staff and on February 11, 2016 I again spoke with Ms. Helen Mickiewicz, to determine if there were any other means for expediting the Application's review.
8. Given the mutual good faith actions between the Joint Applicants and the Staff, the Joint Applicants' reasonably and justifiably relied upon Staff's advice, creating an unavoidable delay based on the circumstances of the Transaction. In consideration of the other Affidavits, facts, circumstances, and arguments made in this and the other pleadings in this matter, I respectfully request that the Commission grant the Joint Applicant's request for relief that no penalty be imposed in this matter.

FURTHER AFFIANT SAYETH NAUGHT.

² *Supra* at ¶1.

THIS AFFIDAVIT made under oath this 22 day of September 2016.

Respectfully submitted,



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SWORN AND SUBSCRIBED BEFORE ME, the undersigned authority, on this 22nd day of September, 2016.

(seal or stamp)



Notary Public

State of Illinois - Cook County

